

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re: § Chapter 11  
§  
**FIELDWOOD ENERGY III LLC, et al.,** § Case No. 20-33948 (MI)  
§  
§ (Jointly Administered)  
Post-Effective Date Debtors.<sup>1</sup> §

**ORDER SUSTAINING PLAN ADMINISTRATOR'S SECOND OMNIBUS OBJECTION  
TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE AND  
RULE 3007 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE  
SEEKING TO DISALLOW CERTAIN CLAIMS**

(MULTI-DEBTOR CLAIMS)

[Related Docket No. \_\_\_\_]

Upon the *Plan Administrator's Second Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure Seeking to Disallow Certain Claims (Multi-Debtor Claims)* (the "Objection")<sup>2</sup> of the administrator of the chapter 11 plan (the "Plan Administrator") of the above-captioned reorganized debtors (collectively, the "Debtors," as applicable, and after the effective date of their plan of

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<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the "Post-Effective Date FWE I Subsidiaries") are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Objection.

reorganization, the “Reorganized Debtors”), seeking entry of an order (this “Order”) disallowing the Multi-Debtor Claims identified on Schedule 1 attached hereto, it is **HEREBY ORDERED THAT:**

1. Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, each Multi-Debtor Claim identified as a “Claim To Be Disallowed” on Schedule 1 to this Order is disallowed in its entirety; *provided* that this Order will not affect the claims identified as a “Remaining Claim” on Schedule 1; *provided further*, that the Plan Administrator reserves the right to object to any Proof of Claim identified as a “Remaining Claim” on Schedule 1 on any applicable grounds.
2. The Debtors’ Claims Agent is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Order.
3. Each claim and the objections by the Plan Administrator to each claim identified in Schedule 1 constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each Multi-Debtor Claim.
4. Except as otherwise provided in this Order, nothing in this Order shall be deemed:
  - (a) an admission as to the validity of any prepetition claim against a Debtor entity or such Debtor entity’s estate;
  - (b) a waiver of any party’s right to dispute any prepetition claim on any grounds;
  - (c) a promise or requirement to pay any prepetition claim;
  - (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection;
  - (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or
  - (f) a waiver of the Plan Administrator’s rights under the Bankruptcy Code or any other applicable law.

5. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

6. The Plan Administrator, the Claims Agent, and the Clerk of the Court are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

7. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Dated: \_\_\_\_\_, 2021

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MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1**

## Multi-Debtor Claims

**Schedule 1**  
**Multi-Debtor Claims**

In re:Fieldwood Energy LLC, et. Al.  
Case No 20-33948 Jointly Administered

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Disallowed</b>	747	Fieldwood Energy Inc.	<b>Creditor:</b>  Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated
<b>Claim To Be Disallowed</b>	748	Dynamic Offshore Resources NS, LLC	<b>Creditor:</b>  Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated
<b>Claim To Be Disallowed</b>	754	Fieldwood SD Offshore LLC	<b>Creditor:</b>  Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated
<b>Claim To Be Disallowed</b>	755	Fieldwood Onshore LLC	<b>Creditor:</b>  Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated

## Multi-Debtor Claims

**Schedule 1**  
**Multi-Debtor Claims**

In re:Fieldwood Energy LLC, et. Al.  
Case No 20-33948 Jointly Administered

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Disallowed</b>	<b>759</b>	Fieldwood Energy Offshore LLC	<b>Creditor:</b>  Cox Oil, LLC and related entities  Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199	\$137,690,160.98	\$0.00	\$0.00	\$0.00	\$137,690,160.98
<b>Filed On:</b>	11/25/2020			Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Comments:</b>	Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.							
<b>Claim To Be Disallowed</b>	<b>764</b>	Bandon Oil and Gas GP, LLC	<b>Creditor:</b>  Cox Oil, LLC and related entities  Locke Lord LLP Jonathan W Young 111 Huntington Avenue Boston, MA 02199	\$137,690,160.98	\$0.00	\$0.00	\$0.00	\$137,690,160.98
<b>Filed On:</b>	11/25/2020			Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Comments:</b>	Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.							
<b>Claim To Be Disallowed</b>	<b>766</b>	FW GOM Pipeline, Inc.	<b>Creditor:</b>  Cox Oil, LLC and related entities  Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199	\$137,690,160.98	\$0.00	\$0.00	\$0.00	\$137,690,160.98
<b>Filed On:</b>	11/25/2020			Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Comments:</b>	Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.							
<b>Claim To Be Disallowed</b>	<b>767</b>	Fieldwood Offshore LLC	<b>Creditor:</b>  Cox Oil, LLC and related entities  Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199	\$137,690,160.98	\$0.00	\$0.00	\$0.00	\$137,690,160.98
<b>Filed On:</b>	11/25/2020			Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Comments:</b>	Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.							

## Multi-Debtor Claims

**Schedule 1**  
**Multi-Debtor Claims**

In re:Fieldwood Energy LLC, et. Al.  
Case No 20-33948 Jointly Administered

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Disallowed</b>	<b>768</b>	Galveston Bay Processing LLC	<b>Creditor:</b> Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated
<b>Claim To Be Disallowed</b>	<b>769</b>	Bandon Oil and Gas, LP	<b>Creditor:</b> Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated
<b>Claim To Be Disallowed</b>	<b>770</b>	Galveston Bay Pipeline LLC	<b>Creditor:</b> Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated
<b>Claim To Be Disallowed</b>	<b>771</b>	Fieldwood Energy SP LLC	<b>Creditor:</b> Cox Oil, LLC and related entities  <b>Filed On:</b> 11/25/2020  <b>Comments:</b> Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.	\$137,690,160.98  Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199	\$0.00  Unliquidated	\$0.00  Unliquidated	\$0.00  Unliquidated	\$137,690,160.98  Unliquidated

## Multi-Debtor Claims

**Schedule 1**  
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In re:Fieldwood Energy LLC, et. Al.  
Case No 20-33948 Jointly Administered

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Disallowed</b>	<b>774</b>	GOM Shelf LLC	<b>Creditor:</b> Cox Oil, LLC and related entities	\$137,690,160.98 Unliquidated	\$0.00 Unliquidated	\$0.00 Unliquidated	\$0.00 Unliquidated	\$137,690,160.98 Unliquidated
<b>Filed On:</b>	11/25/2020		Locke Lord LLP Jonathan W. Young 111 Huntington Avenue Boston, MA 02199					
<b>Comments:</b>	Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.							
<b>Remaining Claim</b>	<b>753</b>	Fieldwood Energy LLC	Cox Oil, LLC and related entities	\$137,690,160.98 Unliquidated	\$0.00 Unliquidated	\$0.00 Unliquidated	\$0.00 Unliquidated	\$137,690,160.98 Unliquidated
<b>Filed On:</b>	11/25/2020		Locke Lord LLP Jonathan W Young 111 Huntington Avenue Boston, MA 02199					

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Case No 20-33948 Jointly Administered

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
<b>Claim To Be Disallowed</b>	<b>462</b>	Fieldwood Energy Offshore LLC	<b>Creditor:</b>  Eni Petroleum US LLC	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Filed On:</b>	11/20/2020		Bracewell LLP Attn: Jonathan Lozano 111 Congress Avenue, Suite 2300 Austin, TX 78701					
<b>Comments:</b>	Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.							
<b>Remaining Claim</b>	<b>461</b>	Dynamic Offshore Resources NS, LLC	Eni Petroleum US LLC	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Filed On:</b>	11/20/2020		Bracewell LLP Attn: Jonathan Lozano 111 Congress Avenue, Suite 2300 Austin, TX 78701					
<b>Claim To Be Disallowed</b>	<b>497</b>	Fieldwood Energy Offshore LLC	<b>Creditor:</b>  Eni Petroleum US LLC	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Filed On:</b>	11/20/2020		Bracewell LLP, Attn: Jonathan Lozano 111 Congress Ave, Suite 2300 Austin, TX 78701					
<b>Comments:</b>	Claim to be Disallowed is asserted against the same Debtor and is identical to the Remaining Claim.							
<b>Remaining Claim</b>	<b>693</b>	Fieldwood Energy LLC	Eni Petroleum US LLC	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
<b>Filed On:</b>	11/24/2020		Bracewell LLP Attn: Jonathan Lozano 111 Congress Avenue, Suite 2300 Austin, TX 78701					
<b>Claims To Be Disallowed Totals</b>			15	\$1,789,972,092.74	\$0.00	\$0.00	\$0.00	\$1,789,972,092.74